

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
GENERAL MOTORS CORP., et al.,	)	Case No. 09-50026
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**DECLARATION OF DISINTERESTEDNESS OF MARK MCLAUGHLIN  
IN SUPPORT OF RETENTION OF MAYER BROWN LLP AS  
ORDINARY COURSE PROFESSIONAL**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct:

I am a partner of Mayer Brown LLP, with offices located at, among other places, 71 South Wacker Drive, Chicago, Illinois 60606 (“Mayer Brown”). This Declaration is based on information provided to me from sources within the firm, and the statements set forth below are based upon my information and belief after reviewing such documents and the results of searches performed by professionals at Mayer Brown who are responsible for gathering the information and documents that I have relied upon in submitting this Declaration.

1. General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the Debtors”) have requested that Mayer Brown provide legal services to the Debtors, and Mayer Brown has consented to provide such services.

2. Mayer Brown may have performed services in the past, may currently perform services and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, Mayer Brown is retained in cases, proceedings, and transactions involving many

different parties, some of whom may represent or be retained by the Debtors, claimants and parties in interest in these chapter 11 cases. To my knowledge, Mayer Brown does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which Mayer Brown is to be employed by the Debtors during the course of these chapter 11 cases.

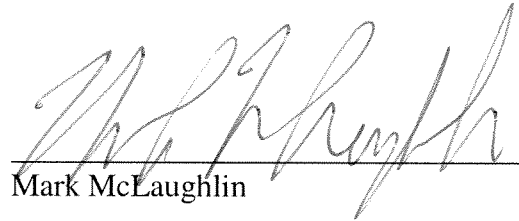
3. Neither I nor any principal, partner, director or officer of, or professional retained by Mayer Brown, insofar as I have been able to ascertain, has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of Mayer Brown.

4. Neither I nor any principal, partner, director or officer of, or professional retained by, Mayer Brown, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be retained.

5. The Debtors owe Mayer Brown approximately \$146,000 for prepetition legal services and expenses rendered to the Debtors on various dates prior to the petition date. Mayer Brown has not filed a proof of claim for any such prepetition services, but reserves the right to do so at an appropriate time to the extent necessary to protect its claims and interests.

6. If at any time during the period of its retention, Mayer Brown should discover any facts bearing on the matters described herein, Mayer Brown will supplement the information contained in this Declaration.

7. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed on August 14, 2009.

  
Mark McLaughlin

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
**In re** : **Chapter 11 Case No.**  
:  
**GENERAL MOTORS CORP., et al.,** : **09-50026 (REG)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Mayer Brown LLP

71 South Wacker Drive

Chicago, Illinois 60606

(312) 762-0800

2. Date of retention: Mayer Brown has been representing General

Motors Corporation in lawsuits and other legal matters for several

Decades.

3. Brief description of services to be provided:

Mayer Brown represents and provides legal advice and services to General Motors in a number of different types of matters, including: (a) lawsuits involving government contracting and government regulation, product liability litigation and other litigation; (b) real estate investments, including providing legal advice or documents that involve the structure, ownership, collateral or financing of real estate related transactions; (c) a structured financing facility secured by certain automobile inventory and equipment; and (d) other miscellaneous matters from time to time.

4. Arrangements for compensation (hourly, contingent, etc.):

Hourly\_\_\_\_\_

(a) Average hourly rate (if applicable):

N/A\_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Mayer Brown's average monthly compensation by General Motors During the three-month period prior to commencement of these Chapter 11 cases was approximately \$200,000 per month.

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$146,000 (approximately)<sup>1</sup>

Date claim arose: March 1, 2009 through May 31, 2009 (est.)

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<sup>1</sup> Mayer Brown is continuing to investigate and gather information regarding the amount of its claims against the Debtors for prepetition legal services and expenses and reserves all of its rights with respect to filing one or more proof of claims in these chapter 11 cases to evidence the amount and priority of such claims.

Source of Claim: Legal services rendered and expenses  
incurred in connection therewith

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None specifically identified. Upon information and belief,  
a number of partners, associates and other professional employees  
at Mayer Brown own GM vehicles that are under warranty and  
which conceivably could form the basis of an adverse claim in the  
future.

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

7. Stock of the Debtors currently held by the firm:

Class of shares: None

No. of shares: 0

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Based upon a materiality threshold of securities with a  
market value of at least \$250,000 (but exclusive of any interests  
that may be held in a mutual fund, a blind trust or otherwise in  
investment accounts over which the individual has no control), our  
records show that no partners of, or associates or other lawyers  
employed by Mayer Brown hold any stock of the Debtors.

Status: N/A

Class of shares: N/A

No. of shares: N/A

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

10. Name of individual completing this form:

Mark McLaughlin